



## **Management's Discussion and Analysis**

**For the Year Ended December 31, 2016 and 2015**



## MANAGEMENT'S DISCUSSION AND ANALYSIS FOR THE YEAR ENDED DECEMBER 31, 2016 AND 2015

The discussion and analysis that follows is intended to provide a summary of TVI Pacific Inc. ("TVI" or "the Company") results over the periods ended December 31, 2016 and 2015, as well as its financial position and future plans. It should be read in conjunction with the audited consolidated financial statements for the year ended December 31, 2016 and 2015, prepared in accordance with International Financial Reporting Standards ("IFRS"). All figures in this discussion and analysis are expressed in Canadian dollars unless otherwise indicated. Additional information is available on TVI's website at [www.tvipacific.com](http://www.tvipacific.com) or on SEDAR's website at [www.sedar.com](http://www.sedar.com). Information in this Management Discussion & Analysis ("MD&A") is as of April 18, 2017.

### Forward-looking Statements

*Certain information contained herein constitutes forward-looking statements. Forward-looking statements are frequently characterized by words such as "plan", "expect", "forecast", "project", "intend", "believe", "anticipate", "outlook" and other similar words, or statements that certain events or conditions "may" or "will" occur. Forward-looking statements are based on the opinions and estimates of management at the dates the statements are made, and are subject to a variety of risks and uncertainties and other factors that could cause actual events or results to differ materially from those projected in the forward-looking statements. These factors include, without limitation: the inherent risks involved in the mining, exploration and development of mineral properties, the uncertainties involved in interpreting drilling results and other geological data, fluctuating metal prices, the possibility of project delays or cost overruns or unanticipated excessive operating costs and expenses, uncertainties related to the necessity of financing, the availability of and costs of financing needed in the future, and other factors described in the Company's Annual Information Form under the heading "Risk Factors". The Company undertakes no obligation to update forward-looking statements if circumstances or management's estimates or opinions should change other than as required by securities laws. The reader is cautioned not to place undue reliance on forward-looking statements.*

### Qualified Persons

*Mike Bue, Bsc. Eng, M.Eng, P.Eng, Technical Advisor and Project Advisory Group member of TVI, has acted as the Qualified Person in compliance with National Instrument 43-101 Standards of Disclosure for Mineral Projects ("NI 43-101") reporting requirements by virtue of his membership in the Professional Engineers of Ontario and Canadian Institute of Mining and Metallurgy. He has approved any scientific and technical information that may be contained in this document and has confirmed compliance with NI 43-101 requirements.*

Additional information on the Company, including the Company's Annual Information Form, is also available on SEDAR at [www.sedar.com](http://www.sedar.com) and on the Company's website at [www.tvipacific.com](http://www.tvipacific.com).

### Corporate Profile

TVI is a publicly-traded Canadian resource company focused on the evaluation and acquisition of resource projects in the Asia Pacific region.

TVI management's track record of success includes putting the first foreign-invested mine into production in the Philippines after the passage of the Philippine Mining Act of 1995. From 2004 to 2014, TVI produced 105,200 ounces of gold, 1.8 million ounces of silver, 199,778 tonnes of copper concentrate and 30,558 tonnes of zinc concentrate from the Canatuan mines and was recognized as one of the most responsible miners in the Philippines. Up until 2014, TVI carried out its work through its Philippine affiliate, TVI Resource Development (Phils.) Inc. ("TVIRD"), and consolidated the financial performance of TVIRD into its financial statements.



**MANAGEMENT'S DISCUSSION AND ANALYSIS  
FOR THE YEAR ENDED  
DECEMBER 31, 2016 AND 2015**

During 2013, TVI was focused on obtaining additional financing for working capital and investment purposes and entered into various definitive agreements with Prime Resources Holdings, Inc. ("**PRHI**"), a private Philippine investment corporation, involving a private placement of common shares in TVI and the acquisition of an interest in its indirectly held Philippine assets, including TVIRD, ("**Transactions**") in December 2013. The Transactions occurred in multiple closings with the final closing in July 2014, and TVI received total proceeds of US\$10.65 million while US\$11.85 million was received by TVIRD and various subsidiaries, each before tax and related fees.

As a result of the Transactions, TVI's interest in TVIRD was reduced to 30.66% and TVI's management determined that TVI no longer had control in TVIRD due to the reduction of interest and by virtue of an agreement with PRHI which requires unanimous consent from both parties on decisions concerning relevant activities, resulting in joint control. Consequently, TVIRD and various other Philippine assets were deconsolidated from TVI's consolidated financial statements.

TVI's continuing interest of approximately 30.66% in TVIRD is recorded in the consolidated financial statements as an investment in joint venture within the mining segment, and accounted for using the equity method. As such, revenues earned and related expenses incurred at the level of TVIRD and its subsidiaries result in an adjustment to the investment account.

As part of PRHI's agreement to invest in TVI and TVIRD, the parties agreed that TVIRD would seek a listing on the Philippine Stock Exchange ("**PSE**") following completion of the Transactions. In October 2015, TVIRD filed a preliminary prospectus with the Philippine Securities and Exchange Commission ("**SEC**") and a listing application with the PSE relating to its proposed initial public offering ("**IPO**"), with a target listing date of mid-December 2015. However, due to timing issues related to the Asia-Pacific Economic Cooperation summit held in Manila in November 2015 and market volatility leading up to the Philippine presidential election in May 2016, the listing and IPO was deferred to the second half of 2016. As at December 31, 2016, TVIRD had placed all activities relating to its proposed listing on the PSE and IPO on hold due to the uncertain environment in which the Philippine mining industry has operated since a nationwide audit of metallic mines was ordered by the Department of Environment and Natural Resources ("**DENR**") in June 2016. Such listing activities will resume once the DENR's position on various mining policies is further clarified.

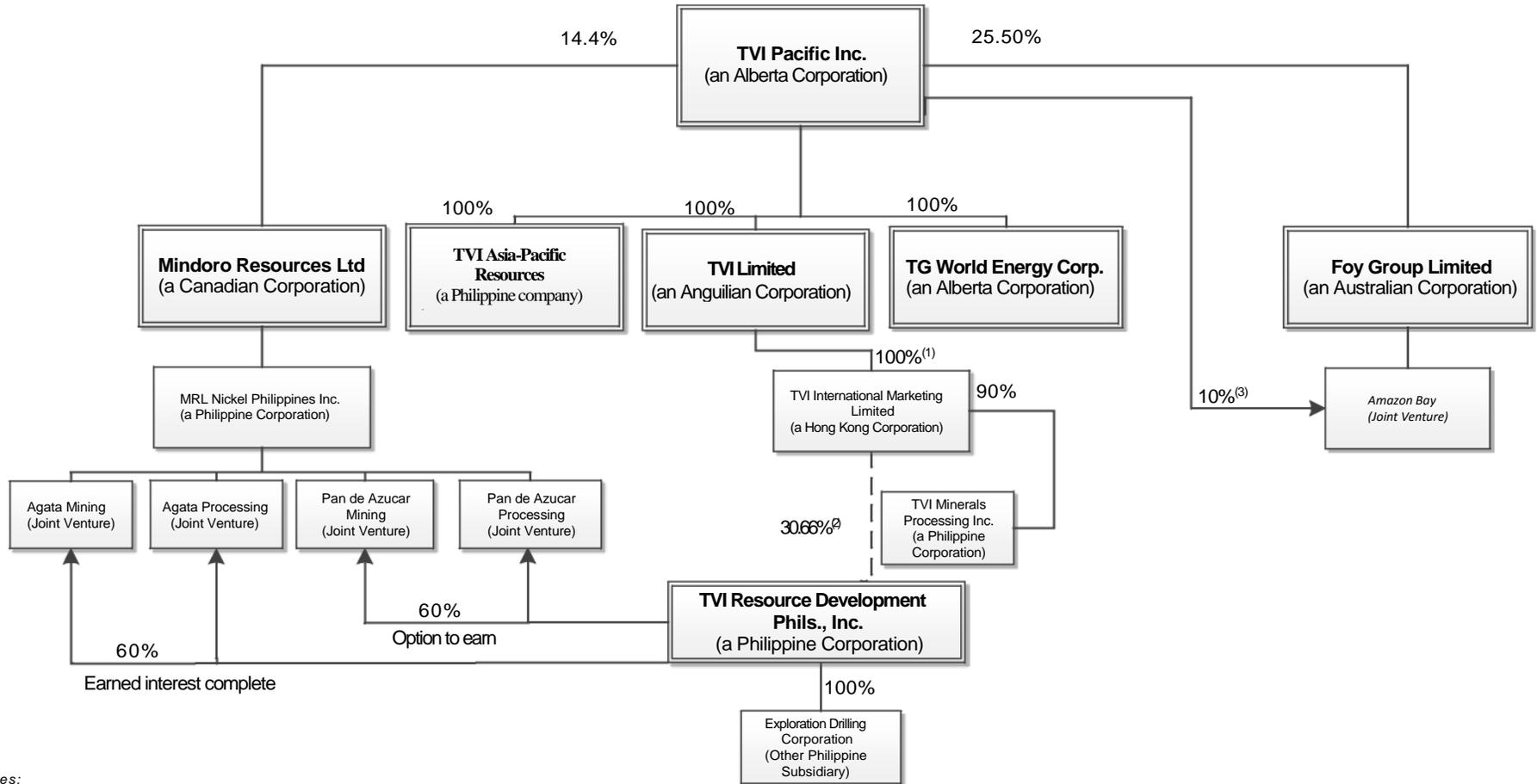
In addition to its interest in TVIRD and other Philippine subsidiaries, TVI directly holds (i) a 25.50% equity interest in FOY Group Limited ("**FOY Group**") (name has been changed from Foyson Resources Limited starting August 2015); (ii) a 14.4% equity interest in Mindoro Resources Ltd. ("**Mindoro**"); (iii) a 10% interest in the Amazon Bay Iron Sands project; and (iv) a 100% investment in shares of TG World Energy Corp. ("**TG World**").

TVI is currently focused on securing funding in order to pursue resource projects in the Asia Pacific region that can be rapidly developed and put into production to generate revenue and cash flows. TVI expects the sale of portions of its interest in various equity holdings and possible distributions from its investment in joint venture to be a source of funding for its resource acquisition activities.



**MANAGEMENT'S DISCUSSION AND ANALYSIS  
FOR THE YEAR ENDED  
DECEMBER 31, 2016 AND 2015**

**TVI Pacific Inc. Corporate Structure**



**Notes:**

- (1) Two non-voting, non-participating redeemable deferred shares are held by Prime Resource Holdings, Inc., who also holds 68.42% of TVIRD and 10% of TVI Minerals Processing as well as 5% equity of TVI Pacific.
- (2) TVI Resource Development Phils. Inc. – The 30.66% interest is held directly by TVI Pacific while 68.42% is held by Prime Resource Holdings Inc. (a Philippine corporation) and 0.92% is held by other Class B shareholders.
- (3) Represents Joint Venture interest after having completed the Stage 1 Farm-in obligation and the 10% now held by TVI Pacific in the Amazon Bay tenement. The 10% interest in Amazon Bay was written down during the period ended June 30, 2015.



**MANAGEMENT'S DISCUSSION AND ANALYSIS  
FOR THE YEAR ENDED  
DECEMBER 31, 2016 AND 2015**

**INVESTMENT IN TVI RESOURCE DEVELOPMENT PHILS., INC.**

TVIRD is a private Philippine resource company responsible for putting the first foreign-invested mine into production after the passage of the Philippine Mining Act of 1995. This was the Canatuan mine which produced over 105,200 ounces of gold and 1.8 million ounces of silver from 2004 to 2008 and 199,778 dry metric tonnes (“dmt”) of copper concentrate and 30,548 dmt of zinc concentrate from 2009 to 2014. During the 10-year period in which the Canatuan gold-silver and copper-zinc mines were in production, TVIRD generated over US\$479 million in gross revenues and US\$180 million in cash flows.

TVIRD is currently focused on maximizing its valuation for a listing on the PSE, which would also maximize its investment value for TVI, by focusing on the following areas of growth:

- Advancing the Balabag Gold-Silver Project towards production;
- Maximizing profits at the Agata Nickel Laterite Direct Shipping Ore (“DSO”) Project; and
- Exploring production and marketing opportunities at the Agata Limestone Project

TVI's continuing interest of approximately 30.66% in TVIRD is recorded as an investment in joint venture within the mining segment, and accounted for using the equity method in the consolidated financial statements. As such, revenues earned and related expenses incurred at the level of TVIRD and its subsidiaries now result in an adjustment to the investment account through its equity earnings/(loss). Cash generated at the level of TVIRD, its subsidiaries and joint ventures will therefore not flow through directly to TVI. Cash flows generated by TVIRD will be used to fund current and future operations and expansion activities at the level of TVIRD, its subsidiaries and joint ventures to further enhance the value of TVI's investment.

During 2014, TVI paid \$232,020 as an option to acquire the remaining Class B shares of TVIRD held by a non-controlling interest holder, representing a 0.92% interest in TVIRD, upon execution of TVIRD's listing on the PSE. The option requires the listing of TVIRD to take place no later than five (5) years from the execution date of the option, or by December 2018, and the sale and purchase to be completed within 30 days from date of listing on the PSE. The total net purchase price is US \$500,000, including the payment, plus 10% of (i) the IPO value of the Class B shares, to be calculated as if they were included in the TVIRD IPO, or (ii) the average price of the Class B shares during the first 5 trading days of TVIRD's listing – whichever is higher. At December 31, 2016, the Company determined the fair value of the option to be \$284,000 based on the current estimated value of TVIRD, taking into account the effects of ongoing mining at Agata and estimated future value of other projects. In the event the listing of TVIRD does not take place within the required period, for whatever reason, whether or not attributable to the Company, or should the Company decide not to pursue its purchase of the Class B Shares, funds paid with respect to this option will be forfeited.

TVIRD had previously aimed to complete its PSE listing and IPO in late 2015 to mid-2016; however, these efforts have been put on hold pending further clarification of the DENR's position on various mining policies under the new Administration of President Rodrigo Duterte that was elected to power in May 2016.

Summary information is provided below on key TVIRD projects as they may materially affect the valuation of TVIRD when it lists on the PSE.



**MANAGEMENT'S DISCUSSION AND ANALYSIS  
FOR THE YEAR ENDED  
DECEMBER 31, 2016 AND 2015**

Balabag Gold and Silver Project

The Balabag gold/silver project is owned 100% by TVIRD. The tenement covering the Balabag property has a total area of 4,779 hectares and is located within the municipalities of Bayog, Zamboanga Del Sur and Zamboanga Sibugay Province, Island of Mindanao, Philippines.

In June 2012, TVIRD filed with SEDAR an updated NI 43-101 compliant technical report on the project titled "NI 43-101 Technical report on the Balabag Gold Project, Zamboanga Province, Philippines" produced by Georeference Online Ltd. According to the report, the project had Indicated resources of 1.78 million tonnes averaging 2.34 g/t gold and 72.3 g/t silver for contained metal of 134,262 ounces of gold and 4,148,196 ounces of silver.

Since mid-2013, exploration and development work has been on hold pending the receipt of all permits. From that period until December 2016, TVIRD continued to work on the engineering design for a gold-silver processing plant to process ore on site. TVIRD has also constructed and maintained 16 kilometers of access roads to the project in anticipation of the commencement of construction.

On April 29, 2016, the Mines and Geosciences Bureau ("**MGB**") approved the Declaration of Mining Project Feasibility ("**DMPF**"). Approval of the DMPF follows receipt of the Environmental Compliance Certificate ("**ECC**") on October 16, 2013, and leaves only receipt of the tree-cutting permit outstanding. The DMPF limits the current project area to the 180 hectares defined by the ECC but provides for expansion into other areas of the MPSA through amendment of the ECC. A letter received from the MGB on May 16, 2016, provides TVIRD one year, or through to April 29, 2017, to submit the documents required to secure the expanded ECC amendment.

On February 14, 2017 TVIRD learned through a news conference held by the DENR that MPSA No.086-97-IX, in which the Balabag project is located, is among 75 MPSAs that have been recommended for cancellation. TVIRD filed a response on February 23, 2017 to the Show Cause letter and emphasized their position to be that there exists no grounds to validly cancel, terminate or suspend the MPSA between the government and TVIRD as there is neither violation of the terms of the MPSA nor of any law, rule or regulation that would merit its cancellation, termination or suspension. TVIRD has further stated that it does not contest the provisions of law cited in the Show Cause letter and recognizes also the authority of the DENR as the primary agency responsible for the conservation, management, development, and proper use of the Philippine mineral resources including those in reservations, watershed areas, and lands of the public domain, but that it is confident their past work to obtain the Balabag MPSA, the ECC and DMPF in compliance with the requirements of the DENR will justify its position. TVI agrees that Balabag is clearly not in a proclaimed watershed forest reserve and remains confident that TVIRD's Balabag MPSA is valid and can withstand any legal challenge.

Agata Nickel Laterite Project

The Agata nickel laterite project is held by Agata Mining Ventures Inc. ("**AMVI**"), a joint venture company between TVIRD and Mindoro, in which TVIRD holds a 60% interest and is operator. The Agata DSO Project site is located in a 4,995-hectare MPSA area located in the adjacent municipalities of Tubay, Jabonga and Santiago in Agusan del Norte province. It is accessible by land (approximately 1.5-hours driving time) from the provincial capital of Butuan. The project mine site is located 3.5 km from AMVI's private port, which is strategically located within proximity to main markets in Asia and bears the opportunity for shipping all year round.

Nickel laterite DSO operations commenced in October 2014 and a total of 5.70 million wet metric tonnes have been shipped through 102 shipments as at the end of March 2017. TVIRD is focused on maximizing



**MANAGEMENT'S DISCUSSION AND ANALYSIS  
FOR THE YEAR ENDED  
DECEMBER 31, 2016 AND 2015**

the production and sale of higher nickel grade saprolite ore in order to secure the highest selling prices and to maximize revenues. TVIRD also produces high iron limonite ore when market conditions are favorable.

From November 2014 to April 2015, TVIRD undertook a large-scale 16,768-meter drill program aimed at upgrading and increasing the resources previously disclosed in April 2013. Following completion of the program, a PMRC technical report and an updated resource estimate was completed to support the valuation of the Agata project for TVIRD's proposed PSE listing.

On September 27, 2016, the DENR announced the results of a nationwide audit of 41 metallic mines. AMVI was issued a Show Cause order for alleged infractions but was successful in its response and on February 2, 2017, AMVI received confirmation that it would be allowed to continue its operations without interruption. AMVI is one of 12 successful mining companies allowed to continue its activities, while a further 21 mining companies face closure and another 6 have been suspended.

During the year ended December 31, 2016, TVIRD recorded an impairment with respect to the Agata processing project and the Pan de Azucar mining and processing joint ventures in a total amount of \$3.7 million of which TVI's share is \$1.1 million. No impairment has been recorded with respect to the 60% interest TVIRD holds in the Agata nickel laterite project and DSO operations.

#### Agata Limestone Project

The Agata Limestone project is held by AMVI (in which TVIRD has a 60% interest) and is located in the same 4,995-hectare MPSA area as the Agata Nickel Laterite project.

From November 2014 to April 2015, AMVI carried out a 17-hole drill program on the property and results confirmed the presence of a high-purity recrystallized limestone deposit covering an area of 600 meters by 650 meters. The Resource estimate is not compliant with NI 43-101 but a report was prepared through 2015 by a PSE-affiliated Philippine competent person. The results of the drilling are expected to support TVIRD's valuation on its proposed IPO listing with the PSE.

As of December 31, 2016, AMVI was continuing to evaluate the feasibility of commencing a limestone DSO operation or producing hydrated lime and a higher value ground calcium carbonate ("**GCC**") product marketable to the paper and plastics industries in Asia. Due to the project's close proximity to the causeway where materials will be shipped, potential operations will benefit from having low transport and handling costs.

AMVI has been in discussion with limestone companies for the production of different products. In May 2016, a Japanese mining company commenced a due diligence review of the Payong payong limestone and confirmed the quality and quantity of the resource for possible supply to the steel and construction industry. Further evaluation of the three other limestone potential sites located just south of the Payong payong deposit in Tinigbasan, one potential site north of Agata in San Jose and another in San Vicente are ongoing.



**MANAGEMENT'S DISCUSSION AND ANALYSIS  
FOR THE YEAR ENDED  
DECEMBER 31, 2016 AND 2015**

**Carrying value of investment in TVIRD**

The carrying value of the investment in joint venture is \$12,837,563 as at December 31, 2016, adjusted from the balance reported at December 31, 2015 to account for TVI's proportionate share of net income realized by the Philippine entities during the year ended December 31, 2016, as well as TVI's proportionate share of other comprehensive income (loss).

		December 31, 2016
Investment in joint venture at January 1, 2015	\$	11,872,388
Share of net income		37,669
Share of other comprehensive income <sup>(1)</sup>		2,094,330
Investment in joint venture at December 31, 2015		14,004,387
Share of net income		259,890
Share of other comprehensive income (loss) <sup>(1)</sup>		83,146
Foreign exchange revaluation of other comprehensive income		(1,383,314)
Write down of investment		(126,546)
Investment in joint venture at December 31, 2016	\$	12,837,563

<sup>(1)</sup> Other comprehensive income (loss) is generated by the conversion from Philippine pesos of the Philippine books to \$CAD equivalent.

The Company's share of the joint venture's result of operations, assets and liabilities for the year ended December 31, 2016 is as follows:

		2016	2015
Share of revenue	\$	20,254,482	\$ 8,055,771
Share of comprehensive income (loss)		343,036	249,254
Share of total current assets		9,483,189	11,451,646
Share of total assets		21,592,203	27,248,238
Share of total current liabilities		4,225,310	7,951,206
Share of total liabilities		5,763,004	10,897,660

TVIRD's results for the year ended December 31, 2016, include an impairment with respect to the Agata processing project and the Pan de Azucar mining and processing joint ventures in a total amount of \$3,621,519, of which \$1,110,358 represents TVI's share, as these companies have not yet commenced commercial operations. No impairment has been recorded with respect to the 60% interest TVIRD holds in the Agata nickel laterite project and DSO operations.

**INVESTMENT IN MINDORO**

Mindoro is a publicly listed company incorporated in Canada with shares listed on the TSX Venture Exchange and Frankfurt Stock Exchange.

As at December 31, 2016, TVI owns 42,779,353 units of Mindoro, representing a 14.4% holding in the capital of Mindoro. Each unit consists of one common share and one common share purchase warrant that entitles TVI to purchase one additional share, at a price of \$0.10 per share. The 18,779,353 common share purchase warrants can be exercised at any time and from time to time until September 28, 2017, while the 24,000,000 common share purchase warrants can be exercised until October 10, 2017. Assuming the exercise of all of the warrants acquired, TVI would hold 85,558,706 shares, representing an approximate 25.2% holding in the capital of Mindoro.

The TSX-Venture Exchange announced on July 6, 2016, that Mindoro has been halted from trading for failure to pay their annual sustaining listing fees, and, as at the current reporting date, the situation has not



**MANAGEMENT'S DISCUSSION AND ANALYSIS  
FOR THE YEAR ENDED  
DECEMBER 31, 2016 AND 2015**

been rectified. Mindoro has reported that it is seeking financing alternatives to fund its operations but that there is no assurance initiatives will be successful and material uncertainty exists in relation to events or conditions that may cast significant doubt as to whether Mindoro will be able to continue as a going concern.

The carrying value of TVI's investment in Mindoro has been adjusted by the Company's proportionate share of net losses recognized directly within the accounting records of Mindoro and has been fully written-down since March 2014.

More information on TVI's transactional history with Mindoro is available in TVI's previous MD&As dating back to July 2012.

**INVESTMENT IN FOY GROUP LIMITED (FORMERLY FOYSON RESOURCES LIMITED)**

FOY Group is a publicly listed company incorporated in Australia, with shares listed on the Australian Securities Exchange ("**ASX**"). At December 31, 2016, TVI holds a 25.50% equity interest in FOY Group, a company engaged in the commercialization of technologies related to plastics and biomass to fuel and energy conversion and the construction of a waste plastics-to-diesel conversion plant in Australia. FOY Groups also holds a 90% interest in Amazon Bay. On August 17, 2012, TVI's interest in FOY Group stems from a Heads of Terms agreement ("**HOA**") signed on August 17, 2012, which sets out the terms of various proposed transactions consisting of an acquisition of equity interests by way of private placement in, and joint ventures with, FOY Group.

FOY Group was granted a trading halt by the ASX on July 29, 2015, pending the outcome of a meeting to consider a significant change to the company's activities and is expected to resume trading on the ASX upon the completion of FOY's acquisition of a plastics-to-diesel technology from Integrated Green Energy Limited ("**IGE**"). Following the acquisition of the plastics-to-diesel technology, FOY Group's strategy is to build commercial-scale waste plastic-to-diesel plants in various regions of Australia.

FOY Group initially announced a Business Sale Agreement ("**BSA Agreement**") on March 18, 2015, with IGE to acquire primarily the royalty-free, perpetual licenses to commercialize the plastics-to-fuel conversion technology, as well as the biomass-to-fuel and biomass-to-energy conversion technologies and a waste plastics-to-diesel and petrol conversion plant located at Berkeley Vale, Australia. Further to subsequent announcements made on February 9, 2016 and most recently on September 8, 2016, FOY Group has made amendments to this BSA Agreement. At an Extraordinary General Meeting ("**EGM**") held on November 15, 2016, FOY Group received shareholder approval of the IGE transaction and to acquire the IGE Assets and Technology Rights, as well as to proceed with an offer of 92.5 million shares at A\$0.20 each to raise A\$18.5 million (the "**Offer**").

On November 29, 2016, FOY announced the formation of a new US company (Integrated Green Partners, LLC ("**IGP**") together with the US company, GEP Fuel and Energy Indiana, LLC. The incorporation of these entities is expected to allow FOY Group greater opportunities to exploit the Waste Plastic-to-Fuel Technologies in the US market while FOY Group continues also to advance opportunities in China, UK, Western Europe, India and Indonesia.

On March 24, 2017, FOY Group announced it has finalized a long-form liability company agreement, governing the operations of IGP and to agree that IGP will construct and operate a plastic-to-fuel conversion facility in Indiana, USA. Under the terms of this Agreement, GEP will provide the plastic feed-stock from their recycling facility, while FOY will provide to IGP the technology, systems and support to operate the Indiana plastics-to-fuel conversion facility. The plastic-to-fuel conversion facility to be constructed is expected to result in 529.8 million liters of fuel being produced per annum. FOY and GEP have also reported that they have agreed to roll-out 10 plastics-to-fuel conversion facilities over 5 years, typically at volumes of 1,500 tonnes of plastic-per-day, which results in 529.8 million liters per site per annum.



**MANAGEMENT'S DISCUSSION AND ANALYSIS  
FOR THE YEAR ENDED  
DECEMBER 31, 2016 AND 2015**

FOY Group must yet meet the requirements of certain ASX Listing Rules prior to relisting. The ASX has advised FOY Group that the IGE transaction constitutes a significant change to the nature and scale of the company's activities to which ASX Listing Rule 11.1 applies whereby:

- FOY Group must provide the ASX information regarding the change and its effects on future potential earnings as well as any other information that may be requested;
- FOY Group must obtain shareholder approval for the IGE transaction; and
- FOY Group must meet the requirements in ASX Listing Rules Chapters 1 and 2 as if FOY Group were applying for admission to the official list of ASX.

More specifically, Chapter 1 of the ASX Listing Rules sets out the requirements that must be satisfied for an entity to gain admission to the official list, which includes a requirement that the main class of securities is quoted. In addition:

- The entity's structure and operations must be appropriate for a listed entity and the entity must have a constitution that is consistent with the listing rules;
- A prospectus must be issued;
- The entity must have a free float at the time of its admission to the official list of not less than 20%;
- The entity must be a going concern and satisfy certain profit and assets tests;
- Options on issue by the entity must have an exercise price for each underlying security of at least A\$0.20; and,
- The entity's main business activity at the date it is admitted must be the same as it was during the last 3 full financial years and the entity must provide audited accounts for the each of these past full financial years.

Chapter 2 of the ASX Listing Rules states that the issue price or sale of all the securities for which the entity seeks quotation must be at least A\$0.20.

As noted, shareholder approval of the IGE transaction was received at an EGM held on November 15, 2016, as well as to proceed with an offer of 92.5 million shares at A\$0.20 each to raise A\$18.5 million. The relisting timetable, however, has continued to be delayed and has thereby affected the timing of the company's prospectus and the Offer currently put to the market. As at April 12, 2017, FOY Group shares have not been relisted on the ASX.

**Note receivable**

***(a) A\$400,000 note issued in 2014***

Pursuant to the HOA signed with FOY Group in 2012, TVI had an outstanding note receivable from FOY Group in the amount of A\$400,000 as at December 31, 2014. The carrying amount of the receivable using the effective interest method, plus accrued interest was \$299,787 at December 31, 2014. In October 2014, TVI and FOY Group agreed to extend the due date of the loan to March 31, 2015, and to be provided the option to convert the loan to equity at any time prior to that date. Effective October 15, 2014, the total principal of the loan outstanding was agreed to be subject to 8% per annum interest, until converted or repaid.



**MANAGEMENT'S DISCUSSION AND ANALYSIS  
FOR THE YEAR ENDED  
DECEMBER 31, 2016 AND 2015**

Further to FOY Group shareholder approval on March 31, 2015, A\$211,528 of the loan was converted to FOY Group shares on April 22, 2015 at A\$0.0025 per share, resulting in a further 84,611,264 shares provided to the Company. In addition, 84,611,264 unlisted options were received at time of conversion, which may be exercised at a conversion price of A\$0.008 at any time through to their expiry on December 31, 2019.

Following an EGM held by FOY Group on July 30, 2015, the balance of the loan was fully converted to FOY Group shares at A\$0.0025 per share, resulting in a further 75,388,736 shares provided to the Company. As a result also, 75,388,736 unlisted options were received at time of conversion, which may be exercised at a conversion price of A\$0.008 at any time through to their expiry on December 31, 2019.

***(b) A\$100,000 note issued in February 2015***

The Company entered into a Capital Promissory Note Agreement on February 18, 2015, with FOY Group through which it provided a further A\$100,000 with an agreement to accrue interest at 12% per annum until the earlier of conversion date or maturity date. Following the EGM on July 30, 2015, the Note was converted at a conversion price of A\$0.0029 to FOY Group shares, resulting in an additional 34,482,759 shares received by the Company and 34,482,759 unlisted options that may be exercised at a conversion price of A\$0.008 at any time through to their expiry on December 31, 2019. The shares received by the Company as a result of this conversion have now passed the required escrow period as defined by the ASX regulations and are expected to become fully tradeable once FOY Group has relisted on the ASX.

***(c) A\$100,000 note receivable issued in April 2015***

The Company entered into a second Capital Promissory Note Agreement on April 27, 2015, with FOY Group, through which it provided a further A\$100,000 with an agreement to accrue interest at 12% per annum until the earlier of conversion date or maturity date. Following the EGM on July 30, 2015, the Note was converted at a conversion price of A\$0.0029 to FOY Group shares, resulting in additional 34,482,759 shares received by the Company and 34,482,759 unlisted options that may be exercised at a conversion price of A\$0.008 at any time through to their expiry on December 31, 2019. The shares received by the Company as a result of this conversion have now passed the required escrow period as defined by the ASX regulations and are expected to become fully tradeable once FOY Group has relisted on the ASX.

The conversion options are accounted for as a derivative instrument and are separately accounted for at fair value in the consolidated financial statements. As at December 31, 2016, the Company recognized a loss on the fair value of the derivative financial instrument amounting to \$113,082 and loss on foreign currency translation of \$35,318 both recorded in other gains (losses) in the statement of comprehensive income (loss).

Prior to FOY Group completing a 25:1 share consolidation on August 17, 2015, TVI held 439,822,659 shares of FOY Group's issued capital, as well as 228,965,512 conversion options. As a result of the consolidation, the new capital shareholding held by TVI was 17,592,908 shares and 9,158,621 options as at December 31, 2016, representing a 25.50% share interest in FOY Group

At December 31, 2016, the fair value of the conversion option was \$798,705 (December 31, 2015 - \$947,105) presented as a derivative financial instrument in the consolidated financial statements.



**MANAGEMENT'S DISCUSSION AND ANALYSIS  
FOR THE YEAR ENDED  
DECEMBER 31, 2016 AND 2015**

**Interest in Amazon Bay Iron Sands Project**

On August 28, 2012, TVI signed agreements with FOY Group relating to the Amazon Bay Iron Sands Project (“AB”), a joint venture project contemplated by the HOA whereby: (i) TVI committed to a minimum expenditure of A\$2 million in the 12 months following the later of the date on which all applicable joint venture conditions are satisfied and the date of the Tranche 1 Closing; (ii) TVI agreed to refund FOY Group for any expenditures incurred on AB since July 1, 2012, to a maximum of A\$200,000 creditable against TVI’s spending commitments; (iii) TVI would earn a 10% interest in AB as a result of initial expenditure; (iv) TVI would have the right to earn a further 20% in AB by spending an additional A\$5.5 million within 12 months following the expiration of the initial earning period; (v) during the two earning periods and up to the end of the second earning period, TVI and FOY Group may, at TVI’s expense, carry out a feasibility study of a DSO operation. If a DSO project were determined to be feasible, TVI would have the right to undertake the development to earn a 51% interest in the DSO project area. TVI was also provided the option to advance A\$10 million to FOY Group to acquire the remaining 50% in AB held by Titan Mines.

Of the amount of the total spending commitment in relation to the joint venture arrangements with FOY Group, TVI has expended a total of \$1,985,834 (equivalent to A\$2 million) for the Amazon Bay project.

TVI was advised that on July 25, 2014, its 10% earned interest in the Amazon Bay tenement was formally registered with the PNG MRA after having been earlier approved by the Minister for Mining on June 5, 2014.

On July 25, 2014, TVI provided notice to FOY Group of its intent not to proceed with the Stage 2 farm-in of Amazon Bay but renewed its commitment to assist FOY Group in finding a cash flow positive project with synergies for its PNG operations.

On March 16, 2015, FOY Group announced it had executed a binding agreement to acquire the remaining 50% of the shares in Titan Mines Limited, upon completion of which Titan will become a wholly owned subsidiary of FOY Group. Titan Mines Limited holds the exploration licenses for the Amazon Bay Project, and this agreement terminates the Amazon Bay Option Agreement and removes the obligation of FOY Group to pay the former shareholders of Titan Mines Limited the outstanding Option Fee of A\$300,000 or the Option Exercise consideration of A\$10 million. As a result of this transaction, FOY Group now holds the remaining 90% in the Amazon Bay Project, and FOY Group and TVI entered into a Royalty Agreement of the same date whereby FOY Group and TVI shall be responsible to pay their proportionate share of a royalty on all minerals extracted and concentrate produced from Amazon Bay and sold. The royalty is set at 0.5% of gross revenue less all costs incurred in connection with shipping or transporting the respective minerals or concentrate from the port of loading to the point of delivery to the purchaser.

During the year ended December 31, 2015, the total spending of \$1,985,834, previously presented as exploration and evaluation assets in the consolidated financial statements, was written-down by TVI and recorded as exploration costs, as substantial expenditures on further exploration and evaluation of the project are not currently planned by TVI. TVI nonetheless continues to hold its 10% earned interest in the Amazon Bay tenement.

FOY Group has continued to progress their strategy for PNG through continued active dialogue with the PNG MRA and the community and has been successful in extending the date of the Amazon Bay EL1396 together with Amazon North (EL2149) and Maruta (EL2281). FOY Group has announced also that the MRA and PNG Government continue to show great interest in the Biomass technology, both as part of the Amazon Bay project and as a key plank of the Government’s commitment to deliver power to 70% of the PNG population by 2030.



MANAGEMENT'S DISCUSSION AND ANALYSIS  
FOR THE YEAR ENDED  
DECEMBER 31, 2016 AND 2015

### Carrying value of investments in Mindoro and FOY Group

The carrying value of the FOY Group investments as of December 31, 2016 was \$636,801. The carrying value reflects the requirement to record TVI's proportionate share of net losses recognized directly within the accounting records of both FOY Group and Mindoro. In addition, TVI is required to assess its investments for impairment, which is measured as the current fair value of each investment.

The carrying value of investments is summarized as follows:

	FOY Group	
December 31, 2015	\$	972,106
Share of net loss		(397,860)
Dilution Gain		83,121
Share of other comprehensive loss		(20,566)
December 31, 2016	\$	636,801

The carrying value of TVI's investment in Mindoro has been reduced to nil as a result of recording its proportionate share of net losses since having acquired the investment. Any further proportionate share of losses realized by Mindoro will now be carried forward to future periods and offset against any proportionate share of net income that may be realized.

The TSX-Venture Exchange announced on July 6, 2016, that Mindoro has been halted from trading for failure to pay their annual sustaining listing fees, while the trading of FOY Group shares will resume upon relisting on the ASX.

The fair value of investment in Mindoro is calculated as follows:

	Mindoro	
Number of shares		42,779,353
Share price		0.005
Fair value in foreign currency		213,897
Exchange rate		1.000
Fair value in CAD	\$	213,897

TVI has determined that it has significant influence of the associates by virtue of its right for representation on the Board of Directors of the associates and various other contractual terms.

### FIJI – CIRIANIU GOLD PROJECT

In November 2014, TVI entered into a Heads of Terms Agreement ("**Cirianiu Agreement**") with Kalo Exploration Ltd. ("**Kalo**"), a private resource company incorporated in Fiji, for the exclusive right to enter into a joint venture partnership to conduct mineral exploration, development and production on the Cirianiu gold project located in the Macuata Province of northern Vanua Levu Island, Fiji. Under the terms of the Cirianiu Agreement, TVI was granted the right to conduct an extensive due diligence review of the property which would include surveying, resampling of drill core, assaying, geological and mine modelling, and possibly confirmatory drilling.

On April 27, 2015, the Company announced that, based on encouraging results from data verification work carried out to date, management has determined that an additional exploration program including auger soil geochemical surveying and confirmation drilling would be essential in allowing an investment decision



**MANAGEMENT'S DISCUSSION AND ANALYSIS  
FOR THE YEAR ENDED  
DECEMBER 31, 2016 AND 2015**

to be made on the project. Auger soil geochemical surveying commenced in July 2015 and a small-scale confirmation drilling program was completed in August 2015.

As of December 31, 2016, TVI continues to carry out a due diligence work program at the Cirianiu gold project for the purpose of making an investment decision on the project once it can secure additional funding to carry out resource acquisition and development activities.

## **PETROLEUM AND NATURAL GAS PROPERTIES**

On March 10, 2011, TVI acquired control of TG World, an international petroleum exploration and development company. At the time of acquisition, its major areas of focus were offshore Philippines, Alaska and Niger.

### **Philippines Offshore**

Through TG World, TVI continues to hold a 12.5% working interest in Service Contract 54A ("**SC 54A**") in the Philippines. SC 54A is situated offshore west of the Palawan islands. The project operator is Nido Petroleum Limited of Perth, Australia ("**Nido**") who owns a 42.4% working interest in the project

In 2011, the partnership suspended development of its Tindalo field as a result of water incursion that the Operator was unable to resolve despite well workovers and a horizontal sidetrack well. An earlier plan to move the rig and production facilities to the nearby Yakal field was postponed to allow the joint venture to evaluate the results of the Tindalo operation.

On August 18, 2014, the Philippine Department of Energy ("**DOE**") confirmed its approval of a three-year moratorium period that includes SC54A. The moratorium period extends from August 5, 2014 to August 5, 2017 and provides the joint venture sufficient time to study the development of the discovered marginal resources in the block. At the end of this period, the joint venture has the option to enter sub-phase 7 with a commitment to drill one well. As at the current date, Nido is seeking a possible extension to the moratorium.

The moratorium was granted after the DOE had previously approved three applications by the joint venture partners for 12-month extensions to Sub-phase 6 of SC 54A to allow the joint venture partners additional time to fully integrate the results of the exploration and development studies they have conducted, prior to electing to enter Sub-phase 7, which requires a one-well commitment. These studies included analysis of the Tindalo results, the acquisition of 2D and 3D seismic data over the Lawaan-Libas Prospects, and engineering studies targeting a development strategy for the three discovered fields on the SC 54A Block: Nido 1X1, Yakal and Tindalo.

In 2013, Nido announced the planned divestiture of its 42.4% interest, in light of a strategic review that refocused its intentions in other blocks and other countries, resulting in SC 54A becoming a non-core asset within its portfolio. At the time of writing, Nido has advised the partnership it intends to continue to seek divestment of its interest in SC54A; but in the interim has continued to act as Operator and will do so until such time a sale has closed and a new Operator has been appointed.

In 2014 Trafigura concluded the sale of its 15% interest to Hague and London Oil B.V. (which in turn has been acquired by Wessex Exploration PLC of the UK) and in November 2015 IMC Oil & Gas Investments Ltd. ("**IMC**") acquired the 30.1% interest in SC54A formerly held by Kairiki Energy's subsidiary, Yilgarn Petroleum Philippines Pty Ltd. IMC is a privately owned family enterprise headquartered in Singapore with an oilfield services company operating also out of Thailand to support the offshore oil and gas sector with shipping, logistics, shipyard and offshore engineering operations.



**MANAGEMENT'S DISCUSSION AND ANALYSIS  
FOR THE YEAR ENDED  
DECEMBER 31, 2016 AND 2015**

In 2015, the exploration and evaluation assets with a carrying value of \$877,315 was fully written-down and recorded as exploration costs in the consolidated financial statements. The partners have not agreed to any further technical or commercial activities in SC 54A considering the current oil price environment.

**QUARTERLY FINANCIAL INFORMATION**

(in thousands of Canadian dollars, except per share information)

	Revenue	Net Income (Loss)	Net Income (Loss) per Share <sup>(1)</sup>	
			Basic	Diluted
December 31, 2016	\$ -	\$ (1,533)	\$ (0.002)	\$ (0.002)
September 30, 2016	-	(132)	(0.000)	(0.000)
June 30, 2016	-	(388)	(0.001)	(0.001)
March 31, 2016	-	(791)	(0.001)	(0.001)
December 31, 2015	-	(2,257)	(0.003)	(0.003)
September 30, 2015	-	(666)	(0.001)	(0.001)
June 30, 2015	-	(1,450)	(0.002)	(0.002)
March 31, 2015	-	(752)	(0.001)	(0.001)

<sup>(1)</sup> Net of non-controlling interests. Please see the "Non-controlling interests" section below.

**QUARTERLY CONSOLIDATED RESULTS OF OPERATIONS**

During Q1 2015, net loss was \$0.8 million, which was made up of general and administrative expenses and share of losses of associates and joint venture as offset by a foreign exchange gain from the revaluation of short-term deposits, interest income from the revaluation of convertible note receivable and income tax recovery.

During Q2 2015, net loss was \$1.4 million as generated by exploration costs of \$0.2 million for the evaluation of the Cirianiu Gold Project located in Fiji, a \$2.0 million write down in the Amazon Bay project and general and administrative expenses for the quarter of \$0.8 million (offset by accrued recovery of costs for services provided by TVI Pacific to its joint ventures). TVI realized other gains of \$1.0 million due to the increase in the fair value of conversion options related to the note receivable from FOY Group.

During Q3 2015, net loss was \$0.7 million, consisting of exploration costs of \$0.3 million for the evaluation of the Cirianiu Gold Project, general and administrative expenses of \$0.7 million and realized other gains of \$0.2 million from the increase in the fair value of conversion options received upon conversion of the capital promissory notes and loan receivable into FOY Group shares.

During Q4 2015, net loss was \$2.3 million, mainly due to the \$0.9 million loss for the write-down of SC54A. It also includes \$0.1 million exploration costs for the Cirianiu Gold Project, \$0.6 million continuing general and administrative expenses and a \$0.5 million share of loss of associates, as well as \$0.2 million in deferred tax of a subsidiary, TVI Minerals Processing, Inc. ("**TVI Minerals**").

During Q1 2016, the Company incurred a net loss of \$0.8 million, consisting primarily of \$0.8 million in general and administrative expenses, as well as a \$0.1 million foreign exchange loss due to translation of US Dollar-denominated short-term deposits, offset by \$0.2 million in proportionate share of net income of TVIRD.

During Q2 2016, net loss was \$0.4 million, which included general and administrative expenses of \$0.6 million offset by a further \$0.2 million proportionate share in the net income of TVIRD.

During Q3 2016, net loss was \$0.1 million, which included general and administrative expenses of \$0.4 million offset by a further \$0.3 million proportionate share in the net income of TVIRD.



**MANAGEMENT'S DISCUSSION AND ANALYSIS  
FOR THE YEAR ENDED  
DECEMBER 31, 2016 AND 2015**

During Q4 2016, net loss was \$1.5 million, which included general and administrative expenses of \$0.4 million and net loss of \$0.5 million on write down of option to purchase TVIRD shares and loss on the fair value of the derivative financial instrument and further \$0.9 million proportionate share of losses on associates and joint venture, offset by \$0.3 million deferred tax recovery of a subsidiary, TVI Minerals Processing, Inc. ("**TVI Minerals**").

Adjusting for taxes, depreciation, share of net loss of associates and joint venture and other non-cash items, the net loss for the year ended December 31, 2016, would be:

	<b>Quarter Ended December 31, 2016 (\$ million)</b>
Reported net loss	(1.50)
Impairment loss	0.50
Interest and depreciation expense	(0.01)
Income tax benefit	(0.30)
Share of net loss of associates and joint venture	0.90
Net loss before impairment, interest, depreciation, income tax expense and share of net loss of associates and joint venture	(0.41)

**SELECTED ANNUAL INFORMATION**

	<b>2016</b>	<b>2015</b>	<b>2014</b>
<b>Revenues</b>			
Mining	\$ -	\$ -	\$ -
Other revenues	-	-	-
	\$ -	\$ -	\$ -
<b>Net loss attributable to the following segments of the Company:</b>			
Mining	\$ (536,715)	\$ (3,165,439)	\$ (1,432,696)
Petroleum exploration	(83,618)	(789,748)	(1,778,480)
Corporate	(2,224,779)	(1,169,984)	(2,818,965)
	\$ (2,845,112)	\$ (5,125,171)	\$ (6,030,141)
<b>Net loss per share attributable to shareholders of the Company:</b>			
Basic and diluted	\$ (0.004)	\$ (0.008)	\$ (0.009)
<b>Total Assets</b>	\$ 15,783,724	\$ 19,499,525	\$ 21,819,243

**CONSOLIDATED RESULTS OF OPERATIONS – YEAR ENDED DECEMBER 31, 2016**

For the year ended December 31, 2016, TVI had a consolidated net loss of \$2.8 million as compared to a \$5.1 million net loss in 2015.

Total general and administrative expense decreased to \$2.2 million during the year ended December 31, 2016 as compared to \$2.7 million during 2015, as a result of reduced professional and consultancy fees, personnel expenses, regulatory and Exchange-related expenses and other corporate expenses.



**MANAGEMENT'S DISCUSSION AND ANALYSIS  
FOR THE YEAR ENDED  
DECEMBER 31, 2016 AND 2015**

TVI also had other losses of \$0.6 million during the period ended December 31, 2016, which is primarily attributable to the revaluation of option to purchase TVIRD shares and revaluation of options received upon conversion of the FOY Group loan, as compared to other gains of \$1.1 million in 2015 that had been generated primarily by an increase in the fair values of FOY Group conversion options as well as the option to purchase TVIRD shares.

During the year ended December 31, 2016, TVI's proportionate share of net loss of FOY Group equaled to \$0.4 million, which was lower than the \$0.5 million share of net loss of FOY Group recognized in 2015. TVI is not currently recognizing its proportionate share of any further losses in Mindoro as its investment has been fully impaired since March 2014; these losses will continue to accumulate and offset any future proportionate share of possible net income reported by Mindoro.

TVI also recorded its proportionate share of net gain of the consolidated Philippine entities in an amount equal to \$0.3 million in 2016 as compared to the proportionate share of net gain of \$0.1 million in 2015. TVI accounts for its investment in Philippine entities that primarily includes TVIRD, as an investment in joint venture.

## **SEGMENTED INFORMATION**

TVI's segmented information is reported in the same way as internal reporting provided to TVI's executive management to make decisions about resource allocation and performance assessment of the operating segments, which reflects the results of the mining operations in the Philippines, before the application of the equity method pertaining to its investment in joint venture.

TVI has the following reporting segments: (1) mining exploration in Fiji, and investments in associates and joint venture with mining activities in the Philippines and Papua New Guinea; and (2) petroleum exploration in the Philippines.

### *Mining Segment*

The mining segment of TVI produced a net loss of \$0.5 million during the year ended December 31, 2016 compared to a \$3.2 million net loss in 2015. The net loss in 2016 consists of a \$0.4 million share of loss of FOY Group and a \$0.3 million share of gain in TVIRD and a \$0.5 loss on revaluation of option to purchase TVIRD shares offset by \$0.1 million gain on dilution on investment in associates. TVI is not currently recognizing its proportionate share of any further losses in Mindoro as its investment has been fully impaired since March 2014; these losses will continue to accumulate and offset any future proportionate share of possible net income reported by Mindoro.

For the share of losses of FOY Group and Mindoro, see *Carrying value of investments in Mindoro and FOY Group*



**MANAGEMENT'S DISCUSSION AND ANALYSIS  
FOR THE YEAR ENDED  
DECEMBER 31, 2016 AND 2015**

	2016				2015			
	Mining	Petroleum Exploration	Corporate	Total	Mining	Petroleum Exploration	Corporate	Total
Administrative and general Costs	\$ -	\$ (77,803)	(2,118,931)	\$ (2,196,734)	\$ -	\$ (74,308)	\$ (2,626,555)	\$ (2,700,863)
Exploration costs	(28,289)	-	-	(28,289)	(2,672,129)	(877,315)	-	(3,549,444)
Depreciation expense	-	(229)	(13,524)	(13,753)	-	(1,015)	(16,441)	(17,456)
	(28,289)	(78,032)	(2,132,455)	(2,238,776)	(2,672,129)	(952,638)	(2,642,996)	(6,267,763)
Interest income	-	131	3,424	3,555	-	2,009	267,678	269,687
Interest expense	-	-	-	-	-	(2,950)	-	(2,950)
Foreign exchange gains (loss)	-	(5,716)	(102,233)	(107,949)	-	18,047	470,382	488,429
Other gains (loss)	(370,456)	(1)	(247,089)	(617,546)	-	(6,523)	1,140,316	1,133,793
Share of losses of associates and joint venture	(137,970)	-	-	(137,970)	(493,310)	-	-	(493,310)
Net loss before income tax	(536,715)	(83,618)	(2,478,353)	(3,098,686)	(3,165,439)	(942,055)	(764,620)	(4,872,114)
Income tax recovery (expense)	-	-	253,574	253,574	-	152,307	(405,364)	(253,057)
Net loss	\$ (536,715)	\$ (83,618)	\$ (2,224,779)	\$ (2,845,112)	\$ (3,165,439)	\$ (789,748)	\$ (1,169,984)	\$ (5,125,171)
Assets	\$ 13,620,452	\$ 164,108	\$ 1,999,164	\$ 15,783,724	\$ 15,584,374	\$ 206,491	\$ 3,708,660	\$ 19,499,525
Liabilities	-	916	1,680,827	1,681,743	-	7,277	1,473,145	1,480,422
Capital expenditures	-	-	1,198	1,198	-	-	19,232	19,232

(1) Mining segment's operating results in the table above shows the share in the results of the associates and the 30.66% interest in the Philippine joint venture after the application of equity method.



**MANAGEMENT'S DISCUSSION AND ANALYSIS  
FOR THE YEAR ENDED  
DECEMBER 31, 2016 AND 2015**

**CONSOLIDATED CASH POSITION, LIQUIDITY AND CAPITAL RESOURCES**

**Cash Position**

	2016	2015
Operating cash flow used in operations	\$ (1,355,817)	\$ (2,697,737)
Change in working capital	(760,330)	11,586
Funds used in operations	(2,116,147)	(2,686,151)
Proceeds on disposal (net expenditures) on property and equipment and other assets	589	(19,232)
Free cash outflow <sup>(1)</sup>	\$ (2,115,558)	\$ (2,705,383)
Common shares outstanding	655,537,039	655,470,372
Free cash flow per share	\$ (0.003)	\$ (0.004)

(1) Free cash flow, Free cash flow per share and funds used in operations are non-IFRS measure. Please see definitions in the "Non-IFRS Measures" section.

At December 31, 2016, TVI's consolidated financial statements reflect a total cash and short-term deposits balance of \$1.1 million held by TVI, which includes TVI Pacific, TVI International Marketing Limited ("**TVI Marketing**"), TVI Asia-Pacific Resources Corporation ("**TVI Asia-Pacific**"), TVI Minerals and TG World, as compared to a consolidated cash balance of \$2.4 million at the end of December 31, 2015.

Short-term deposits of TVI currently include \$350,000 held for distribution as a death benefit in accordance with certain agreements, of which this amount and any interest earned thereon is not available for use by the Company. The intended obligation for which restricted cash has been placed on account is recognized as *other accrued liability*.

Of note is that total cash held by all Philippine entities at December 31, 2016 is \$8.1 million, of which \$5.7 million is held in joint venture accounts and \$2.4 million is held directly by TVIRD, all of which is available to the Philippine entities to fund activities and investments at that level that would contribute to the value of the *investments in joint ventures* within the accounts of TVI Pacific. Cash held at the level TVIRD may also be available for distribution to its shareholders depending upon performance of the company, as evidenced by the cash dividend paid on February 22, 2017 (see *Subsequent Events*).

**Capital Requirements**

TVI's capital expenditures through 2016 have been negligible as the primary focus has been at the level of TVIRD, where capital expenditure programs have been funded by operations and available project financing. This is expected to continue through 2017.

**Equity**

Total capital was \$32,974,070 at December 31, 2016 and \$32,972,145 at December 31, 2015. The Company's outstanding common shares as at December 31, 2016, were 655,537,039 and at December 31, 2015, were 655,470,372. The basic weighted average number of common shares issued and outstanding for the year ended December 31, 2016, were 655,498,317 (December 31, 2015 - 655,470,372). No adjustments were required to the weighted average number of common shares in computing diluted per share amounts for these periods because the Company was in a loss position.



## MANAGEMENT'S DISCUSSION AND ANALYSIS FOR THE YEAR ENDED DECEMBER 31, 2016 AND 2015

### Stock Option Plan

The Company has a share option plan pursuant to which options may be granted to directors, officers, and employees of the Company. Each share option converts into one ordinary share of TVI on exercise. No amounts are paid or payable by the recipient on receipt of the option. The options generally vest over a period of up to three years, may be exercised at any time from the date of vesting to the date of their expiry and expire no more than 5 years from the date of grant.

There were no share options granted during the period ended December 31, 2016. In February 2015 and June 2015, the Company granted share options to officers and directors of the Company in a total amount of 18.05 million stock options with a weighted average exercise price of \$0.015 per share. At December 31, 2016, TVI had 57.6 million options outstanding, of which 35,749,999 were vested and exercisable. During the year ended December 31, 2016, \$185,053 (December 31, 2015 - \$288,633) of stock-based compensation was charged to the statement of comprehensive income (loss) in the consolidated financial statements.

### RISK FACTORS

There are certain risks involved in TVI's operations, some of which are beyond its control. Additional risks and uncertainties not presently known, or not expressed or implied below, or that are presently deemed immaterial, could also have an impact to TVI's business, financial condition and operating results.

*Statements made in this MD&A regarding risk factors are based upon the opinions of management of TVI as at the effective date of such statements and, in certain cases, information received from or disseminated by third parties. Although TVI believes that the risk factors below are based upon reasonable assumptions and that information received from or disseminated by third parties is reliable, it can give no assurance that those expectations will prove to have been correct.*

### Risk Management

TVI's activities expose it to a variety of financial risks: market risk (including currency risk and interest rate risk), liquidity risk and credit risk. TVI's overall risk management program focuses on the unpredictability of financial markets and seeks to minimize potential adverse effects on TVI's financial performance. The Board of Directors has the overall responsibility for the establishment and oversight of TVI's risk management framework.

#### (a) Currency risk

TVI faces currency risks mainly due to the substantial cross-border element of its investment activities. TVI is headquartered in Canada (with Canadian Dollar and US Dollar bank accounts and expenses payable in each currency) while its associates and joint venture entities are located in the Republic of the Philippines (Peso) and Australia (Australian Dollar). TVI minimizes risks by carefully planning the timing of settlement of foreign currency denominated balances and closely monitoring changes in foreign exchange rates.

#### (b) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. As the Company has no significant interest-bearing assets, the Company's income and operating cash flows are independent of changes in market interest rates. TVI has exposure to interest rate risk since its short-term deposits have fixed interest terms, regardless of



**MANAGEMENT'S DISCUSSION AND ANALYSIS  
FOR THE YEAR ENDED  
DECEMBER 31, 2016 AND 2015**

changes in market conditions. TVI reviews its exposure to interest rate risk through regular monitoring of actual interest rates with market interest rates.

*(c) Liquidity risk*

Liquidity risk is the risk that TVI will not be able to meet its financial obligations as they fall due. TVI's approach is to ensure that it will have sufficient liquidity to meet its liabilities when due, under both normal and stressed circumstances. Due to the dynamic nature of the underlying business, TVI maintains flexibility in funding through its joint ventures by keeping committed credit lines at that level with major vendors.

As at December 31, 2016, TVI has a \$0.4 million working capital surplus, as compared to a working capital surplus of \$2.5 million as at December 31, 2015. As at December 31, 2016, TVI and its subsidiaries do not have any outstanding loans payable.

Accounts payable and accrued liabilities includes \$350,000 held for distribution as a death benefit in accordance with certain agreements. The \$350,000 held for distribution as a death benefit is included in Short-term deposits and both the principal and any interest earned thereon is not available for use by the Company. The Company remains focused upon conserving cash through reducing expenditures and expects also possible distributions from its investment in joint venture and the sale of portions of its interest in various equity holdings to help settle liabilities and be a source of funding to help the Company pursue resource projects that can be rapidly developed and put into production to generate revenue and cash flows. Risk nonetheless exists that the Company may not be successful in its various fund raising efforts.

*(d) Credit risk*

Credit risk arises from the potential that a counterparty to a financial instrument fails to meet its contractual obligations and arises principally from TVI's cash and cash equivalents, short-term deposits, derivative financial instrument, accounts receivable, due from related parties and other assets. TVI manages credit risk associated with cash, cash equivalents and short-term deposits by maintaining its cash and investments in accounts with creditworthy banks, which were approved by the Board of Directors.

The carrying amounts of cash and cash equivalents, short-term deposits, derivative financial instrument, accounts receivable, due from related parties and other assets at December 31, 2016 and December 31, 2015 represent TVI's maximum credit risk exposure.

**Risk on Investments**

In its joint venture investments in TVIRD, and equity investments in FOY Group and Mindoro, TVI is exposed to the risk that it may not realize the expected returns from these investments. TVI and its management do not control the actions of these companies and projected cash flows from these investments may change depending on the outcome of the projects. Market value of the shares may decline, affecting the valuation of the investments and derivatives and further losses may be incurred by TVIRD and FOY Group that would require a write-down in the value of these investments.

As at March 31, 2014, the fair value of investment in Mindoro has already been fully written-down as a result of an earlier share in the loss of this associate. Similarly, the value of investment in TVIRD is adjusted at each reporting period by TVI's share in the income or loss of this joint venture.

As at April 12, 2017, FOY Group continues to work toward satisfying the listing requirements of the ASX and there is uncertainty on when the FOY Group shares will be relisted.



**MANAGEMENT'S DISCUSSION AND ANALYSIS  
FOR THE YEAR ENDED  
DECEMBER 31, 2016 AND 2015**

**Regulatory Risk**

***Political and Regulatory Environment in the Philippines related to investment in TVIRD***

On July 9, 2012, the Philippine Government introduced a new mining policy in the form of a Presidential Executive Order (Executive Order #79, or "**EO 79**"), which provided direction to agencies of the Administration to carry out certain directives and signaled the Government's intention to seek legislation "rationalizing existing revenue sharing schemes and mechanisms". During the intervening period, no new permits were issued and industry operated in an environment of extreme uncertainty.

Readers are referred to previous MD&A documents for a detailed analysis of EO 79 and the Implementing Rules and Regulations issued subsequently to execute the Executive Order.

The key elements of the policy in the view of TVIRD Management were that (a) no new mining projects would be allowed until new fiscal legislation had been passed by Congress; (b) the Government was to cause Local Government Units ("**LGU**") to rescind and/or not pass legislation contravening the Mining Act; (c) companies would be issued new exploration permits on the condition that they be subject to the fiscal terms passed subsequently by Congress; and (d) there would be a definitive map published of "No Go" areas that would be off limits to minerals exploration and development.

The government also committed to honour existing contracts such as those held by TVIRD, and in fact has approved both the ECC and DMPF for the Balabag project, as well as the DMPF for the Agata project. But of note is that with the speed by which the permitting process is proceeding, there is a risk that illegal miners who were previously evicted from Balabag could make efforts to return or to obstruct development operations in some way, despite TVIRD maintaining control of the premises, and that the government may not act in a sufficiently timely way to prevent an impact on the project's timeline. TVIRD continues to wait approval of the tree-cutting permit for Balabag to allow it to proceed into development.

***Political and Regulatory Risks in the Philippines related to investment in TVIRD***

Emerging from the above policy environment are certain risks faced by TVI through its investment in TVIRD, including, but not limited to:

- The government's intention to increase the level of taxation for all new mining projects in the Philippines in its new fiscal regime. However, the new regime is to only be applied prospectively; i.e. new projects and existing projects will be given the option of adopting the new fiscal regime. The Balabag Project is an existing project in advanced stages of approval, and management believes it should be governed by the existing fiscal regime. However, there is a risk that the new fiscal regime may be applied to the Balabag Project. In early 2015, three bills proposing a variety of taxation levels on mining projects were proposed in the Congressional Ways and Means Committee for deliberation. As of the time of this report, the bills remain pending for Congressional hearings. If certain bills are passed, specifically House Bill No. 5367 which proposes a 10% baseline revenue sharing agreement with the government or a 55% share of adjusted net mining revenues (whichever is higher), it would have an extremely negative impact on the mining industry and the economics of most new mining projects.
- While the government has stated that Motions for Reconsideration will be processed for Application for Mineral Production Sharing Agreement ("**APSA**") and Applications for Financial and Technical Assistance Agreements ("**AFTAs**"), including TVIRD's AFTA 13, AFTA 14 and APSA 39 there is a risk that the Motions may not be approved; and that the Free Prior Informed Consent ("**FPIC**") process required for these tenements may drag out and/or not be secured.



**MANAGEMENT'S DISCUSSION AND ANALYSIS  
FOR THE YEAR ENDED  
DECEMBER 31, 2016 AND 2015**

- Government has raised the possibility of a requirement for compulsory and mandatory insurance coverage for the affected environs and communities, as well as perpetual liability for the maintenance and rehabilitation of post mining sites (i.e., setting up trust funds or heritage funds with specified uses).
- Several draft, independent member's bills, referred to as "Alternative Mining Acts" have been presented for discussion in the Philippine House of Representatives. While these bills do not currently have the support of the Administration, in the event that they were to be passed into law by Congress, or have significant elements of them adopted as law, they would further impair the fiscal regime and regulatory framework under which the mining industry operates in the country.
- A petition for Writ of Kalikasan ("Writ of Nature") has been filed with the Supreme Court of the Philippines by third parties seeking cancellation of all mining tenement applications in Region IX (Zamboanga Peninsula) and amendment of the Implementing Rules and Regulations to the Philippine Mining Act of 1995. Initially, TVIRD was not named as a respondent to the aforesaid petition, but when the Supreme Court has remanded the case to the Court of Appeals in Cagayan de Oro, TVIRD was included as additional respondent in the case. On April 8, 2014, TVIRD received an Order coming from the Court directing it to file within ten (10) days a return of the writ. On April 15, 2014, TVIRD filed a manifestation adopting the return of the writ filed by the public respondents.
- The Supreme Court has heard arguments before it from Petitioners in the case of Baraquel vs. DENR Secretary, Sagittarius Mining Inc., Oceana Gold Corporation and TVIRD, which seeks to challenge the constitutionality of certain sections of the Mining Act of 1995 and in effect to revisit the Court's La Bugal judgment that upheld its constitutionality. TVIRD is a respondent in regard to an application for a Financial and Technical Assistance Agreement ("**FTAA**"), which has subsequently been denied but which denial TVIRD has appealed. Three sessions of oral argument have taken place before the Court and all parties to the case, as well as the Chamber of Mines of the Philippines, have provided final written submissions to the Court. At the time of writing the Court continues to deliberate the case in camera. A risk exists that the Supreme Court could choose not to reject the petition and make a new ruling on the constitutionality of key provisions in the Mining Act. In that event, there is a risk that the mining agreements cited in the case would be ruled null and void and TVIRD's appeal of the denial would be rejected; or that all mining agreements in the country would be ruled null and void and their taxation agreements would have to be renegotiated (which would affect TVIRD along with all other tenement holders). On March 5, 2015, TVIRD filed a manifestation with the Supreme Court that House Bill No. 5367 is filed in Congress which proposes the new fiscal regime and revenue sharing arrangement between the Government and the mining contractor for large scale metallic mineral mining operations. TVIRD is of the position that the determination of the government's share in mining is a policy matter and Congress is acting on said authority by deliberating on House Bill No. 5367.
- Appointment of Regina Paz "Gina" Lopez as the Secretary of the DENR. She is a well-known anti-mining advocate – known for her personal stance against large-scale mining activities in the province of Palawan – as well as a scion of the Lopez-controlled media network, ABS-CBN. She has also objected to the use of fossil fuels as sources of energy and coal mining while her family remains heavily-invested in the country's energy sector. A risk exists that the new secretary might impose arbitrary and unreasonable regulations designed to discourage investment and growth in the mining sector. Mining projects, whether compliant or non-compliant to national regulations, may also be subject to unnecessary scrutiny in terms of their environmental and social development programs.
- In August 2016, the DENR conducted a mining audit of all metallic mines operating in the country which included AMVI, a subsidiary of TVIRD, engaged in a DSO Project in Agusan de Norte. While



**MANAGEMENT'S DISCUSSION AND ANALYSIS  
FOR THE YEAR ENDED  
DECEMBER 31, 2016 AND 2015**

it was later announced in February 2017 that AMVI had passed the audit, a risk continues to exist that similar audits may be performed in the future and their result may not be predicted if to consider the composition of the team that performed the most recent audit, which included representatives of non-government organizations (“NGO”) who are vocal critics of the mining industry. The risk is further noted by the announcement of February 14, 2017, by the DENR and subsequent issue of a Show Cause letter with respect to the recommended cancelation of 75 MPSAs said to be operating within critical watershed areas, which included the Balabag MPSA. While TVIRD has responded to the Show Cause letter, there has not, as at the date of reporting, been a decision rendered by the DENR.

- Further to the recommended cancelation by the Philippine DENR of 75 MPSAs on February 14, 2017, said to be operating within critical watershed areas and which includes the Balabag MPSA, this, together with the DENR Mining Moratorium, may affect the ability of TVIRD to expand the ECC area related to the Balabag project beyond the currently approved 180 hectares defined within the existing ECC.

### **Social and Economic Environment**

Although TVIRD has obtained a title opinion with respect to its Philippine properties, there is no guarantee that title to such mining rights will not be challenged.

There are continuing risks that communities or local politicians could withdraw support for TVIRD projects and mount protests or refuse to provide the necessary endorsements to support project titles and applications. TVIRD has been successful to date in gaining community support for its operations, and management is committed to continuing the policies of community development, sustainable development and corporate social responsibility that have been effective and rewarding up to this time. Accordingly, management believes the risk of the withdrawal of community and local political support is low but will continue to monitor developments further to the appointment of the new DENR Secretary in 2016.

In addition, there is a continuing background security risk involved in any operation in the Philippines, including Mindanao – over and above the normal security risks of theft and robbery that may generally affect any mine elsewhere.

### **Future Project Acquisition, Exploration and Development Activities may not be Successful**

TVI may incur substantial expenses on evaluating projects that are subsequently abandoned due to conditions that do not meet TVI’s project acquisition criteria. Exploration for and development of precious and base metal properties involve significant financial risks that even a combination of careful evaluation, experience and knowledge may not eliminate. While the discovery of minerals or metals may result in substantial rewards, few properties that are explored are ultimately developed into producing mines. Major expenses may be required to establish reserves by drilling, constructing mining and processing facilities at a site, connecting to a reliable infrastructure, developing metallurgical processes and extracting the minerals or metals. TVI may incur such substantial expenses on exploration programs that are subsequently abandoned due to poor exploration results or the inability to define reserves that can be mined economically.

The economic feasibility of development projects is based upon many factors, including but not limited to: the accuracy of reserve/resource estimates; metallurgical recoveries; capital and operating costs; government regulations relating to prices, taxes, royalties, land tenure, land use, importing and exporting, environmental protection; and market prices. Development projects are also subject to the successful completion of feasibility studies, issuance of necessary governmental permits and availability of adequate financing. Development projects have no operating history upon which to base estimates of future cash



**MANAGEMENT'S DISCUSSION AND ANALYSIS  
FOR THE YEAR ENDED  
DECEMBER 31, 2016 AND 2015**

flow. Estimates of proven and probable reserves and cash operating costs are, to a large extent, based upon detailed geological and engineering analysis. TVI also conducts feasibility studies that derive estimates of capital and operating costs based upon many factors, including anticipated tonnage and grades of minerals or metals to be mined and processed; ground and mining conditions; expected recovery rates; and anticipated social, environmental and regulatory compliance costs.

It is possible that actual costs and economic returns of current and new mining operations may differ materially from TVI's best estimates. It is not unusual for new mining operations to experience unexpected problems during the start-up phase and to require more capital than anticipated or experience higher operating costs. These uncertainties could have an adverse impact on TVI's future cash flows, earnings, results of operations and financial condition.

### **Funding and Liquidity**

Future development and exploration depends on the ability of TVI and its investments to obtain funding through project and mining cash flows, joint ventures, debt financing, equity financing and other means. Failure to obtain additional funding when needed or on terms acceptable or favourable to TVI or its affiliates, associates or joint ventures may cause TVI or its affiliates, associates or joint ventures to postpone its exploration and development plans, forfeit rights in some or all of its properties, or reduce or terminate some or all of its operations. This could have a material adverse effect on TVI.

The ability to make scheduled payments of expenses depends on the financial condition and operating performance of TVI and its affiliates and associates or joint ventures, which is subject to prevailing economic and competitive conditions and to certain financial, business and other factors beyond its control. As at December 31, 2016, TVI and its subsidiaries do not have any outstanding loans payable nor are there any material contracts (other than contracts entered into in the ordinary course of business, that are material to TVI and that are required to be filed under Section 12.2 of NI 51-102) that were entered into within the most recently completed financial year, or entered into before the most recently completed financial year, that are still in effect.

Current financial markets remain volatile due to uncertainties in the global economy. Commodity markets have seen substantial volatility and uncertainty in the current markets could lead to difficulties in raising funds. There can be no assurance that amounts will be adequate for future financial obligations and internal cash available for investments of TVI.

### **Subsidiaries and Joint Ventures**

The consolidated financial statements include the accounts of TVI and its subsidiaries TG World, TVI Limited, TVI Marketing, TVI Asia-Pacific and TVI Minerals, and its interest in TVIRD, FOY Group and Mindoro.

TVI has significant investment in some entities over which it does not have control. In some cases, TVI has board representation but does not control day-to-day operations of any of those entities. Similarly, TVI does not control the financial reporting and internal controls of any of those entities. Therefore, TVI relies on the internal controls and financial reporting controls of those entities and their failure to maintain effectiveness or comply with applicable standards may adversely affect TVI.

### **Property Competition**

There are large and well established mining companies with technical and financial resources in the worldwide market. Significant and increasing competition exists for mineral acquisition opportunities throughout the world. As a result, TVI may be unable to acquire the rights to exploit additional attractive



**MANAGEMENT'S DISCUSSION AND ANALYSIS  
FOR THE YEAR ENDED  
DECEMBER 31, 2016 AND 2015**

mining properties on terms it considers acceptable. Accordingly, there can be no assurance that TVI will acquire any interest in additional operations that would yield reserves or result in commercial mining operations.

**Environmental Hazards**

The mining business is subject to a variety of risks such as ground fall, explosions and other accidents, flooding, environmental hazards and the discharge of toxic chemicals. TVI may or may not be able to insure against these hazards. This may result in destruction of mines and other facilities, damage to life and property, environmental damage, delayed production, increased production and exploration costs, and possible legal liability for any and all damages. Such liabilities may have a material adverse effect on TVI's financial position.

**NON-IFRS MEASURES**

Funds from (used in) operations is a measure that does not have any standardized meaning as prescribed by IFRS. It represents cash generated from (used in) operating activities before changes in working capital. Funds from (used in) operations should not be considered an alternative to, or more meaningful than, cash flow from operating activities. Management believes that funds from (used in) operations is a useful supplemental measure to analyze TVI's ability to generate cash flow to fund capital investment and working capital requirements. Funds from (used in) operations may not be comparable to similar measures used by other companies.

Free cash flow from operations and free cash flow per share are measures that do not have any standardized meaning as prescribed by IFRS. Free cash flow from operations represents cash generated from operations, before changes in working capital, less cash expenditures on property and equipment and cash expenditures on other assets. Free cash flow should not be considered an alternative to, or more meaningful than, cash flow from operating activities. Free cash flow per share is calculated as free cash flow from operations over the number of common shares outstanding. Management believes that free cash flow and free cash flow per share are useful measures that represents cash available for reinvestment or growth after considering all the expenditures necessary to maintain TVI's asset base.

Net loss before impairment loss, interest, depreciation, income tax expense and share of net losses of associates and joint venture, is a measure that does not have any standardized meaning as prescribed by IFRS. It represents income before non-cash expenses in impairment, depreciation expense, share of loss of associates and joint venture. This measure should not be considered an alternative to, or more meaningful than, net income/(loss). Management believes that net loss before interest, depreciation, impairment and share of net losses of associates and joint venture is a useful supplemental measure to analyze TVI's results prior to taking into consideration non-cash expenses or income. This measure may not be comparable to similar measures used by other companies.

**COMPARATIVE AMOUNTS**

There had been no reclassification of December 31, 2015 comparative amounts in the consolidated financial statements.



**MANAGEMENT'S DISCUSSION AND ANALYSIS  
FOR THE YEAR ENDED  
DECEMBER 31, 2016 AND 2015**

**CHANGES IN ACCOUNTING POLICIES**

**Adoption of new and revised IFRS**

The consolidated financial statements follow the same accounting policies and methods of application as the audited consolidated financial statements for the year ended December 31, 2015. There are no new IFRSs or IFRIC interpretations that are effective for the period beginning January 1, 2016 that had any material impact to the Company.

**New standards not yet effective at January 1, 2016**

IFRS 9, "Financial Instruments" replaces existing requirements included in IAS 39, "Financial Instruments - Recognition and Measurement". The complete version of IFRS 9 was issued in July 2014. It replaces the guidance in IAS 39 that relates to the classification and measurement of financial instruments. IFRS 9 retains but simplifies the mixed measurement model and establishes three primary measurement categories for financial assets: amortized cost, fair value through other comprehensive income and fair value through profit and loss. The basis of classification depends on the entity's business model and the contractual cash flow characteristics of the financial asset. Investments in equity instruments are required to be measured at fair value through profit or loss with the irrevocable option at inception to present changes in fair value in other comprehensive income not recycling. There is now a new expected credit loss model that replaces the incurred loss impairment model used in IAS 39. For financial liabilities there were no changes to classification and measurement except for the recognition of changes in own credit risk in other comprehensive income, for liabilities designated at fair value through profit or loss. The standard is effective for accounting periods beginning on or after January 1, 2018. Early adoption is permitted. The Company expects no significant impact from the new classification, measurement and derecognition rules on the group's financial assets and financial liabilities. The Company currently has no financial assets classified as available-for-sale nor any hedging activities. There will also be no impact on the accounting for financial liabilities, as the Company does not have financial liabilities that are designated at fair value through profit or loss. The Company continues to assess the impact of the new impairment model on the Company's financial assets.

IFRS 15, "Revenue from contracts with customers" deals with revenue recognition and establishes principles for reporting useful information to users of financial statements about the nature, amount, timing and uncertainty of revenue and cash flows arising from an entity's contracts with customers. Revenue is recognized when a customer obtains control of a good or service and thus has the ability to direct the use and obtain the benefits from the good or service. The standard replaces IAS 18 "Revenue" and IAS 11 "Construction contracts" and related interpretations. The standard is effective for annual periods beginning on or after January 1, 2018 and earlier application is permitted. The Company is assessing the impact of IFRS 15.

IFRS 16, "Leases" replaces IAS 17 and related interpretations. It introduces a new approach to lease accounting that requires a lessee to recognize assets and liabilities for the rights and obligations created by leases. It brings most leases on-balance sheet for lessees, eliminating the distinction between operating and finance leases. However, lessor accounting remains similar to previous guidance and the distinction between operating and finance leases is retained. The standard is effective for annual periods beginning on or after January 1, 2019. The Company is assessing the impact of IFRS 16.

There are no other new standards, amendments and interpretations that are not yet effective that would be expected to have a material impact on TVI.



**MANAGEMENT'S DISCUSSION AND ANALYSIS  
FOR THE YEAR ENDED  
DECEMBER 31, 2016 AND 2015**

**CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS**

Management is responsible for applying judgement in preparing accounting estimates. Certain estimates and related disclosures included within the consolidated financial statements are particularly sensitive because of their significance to the consolidated financial statements and because of the possibility that future events affecting them may differ significantly from management's current judgements. The following are significant accounting estimates:

- The Company uses the Black-Scholes option pricing model to assess under the fair value method the value of stock options granted to employees and directors under the share option plan. Management must estimate the volatility, forfeiture rate, expected life and risk-free interest rates in using the model to assess the fair value of stock options (note 16c). The option to purchase TVIRD shares and the derivative embedded in the note receivable from FOY Group are accounted for as derivative financial instruments and their fair value is assessed based on the current estimated value of TVIRD and the value of FOY shares as at its last trading date, respectively. The note receivable from FOY Group was fully converted to FOY Group shares through the period ending December 31, 2015.
- The Company reviews and tests the carrying amounts of investments in associates and joint ventures, property and equipment, and exploration and evaluation assets whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. If there are indications that impairment may have occurred, the amount by which the carrying value of assets exceeds their estimated recoverable value is charged to the statement of comprehensive income (loss).
- Significant judgment is required in determining the provision for income taxes. There are many transactions and calculations for which the ultimate tax determination is uncertain during the ordinary course of business. TVI recognizes liabilities for any anticipated tax audit issues based on estimates of whether additional taxes will be due. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the income tax and deferred tax provisions in the year in which such determination is made.
- Management has assessed the level of influence that TVI has on Mindoro and determined that it has significant influence though the shareholding is below 20% because of the right to board representation and contractual terms. Consequently, this investment has been classified as an associate.
- The Board of Directors of TVIRD considers the Philippine Peso as the currency that most faithfully represents the economic effect of the underlying transactions, events and conditions. The Philippine Peso is the currency of the primary economic environment in which the TVIRD operates. It is the currency in which the Group measures its performance and reports its results.
- The functional currency of FOY Group is Australian dollars as FOY Group has determined it to be the currency of the primary economic environment in which it operates. It is the currency in which FOY Group measures its performance and reports its results.

**OFF BALANCE SHEET ARRANGEMENTS**

TVI does not have any off balance sheet arrangements.



**MANAGEMENT'S DISCUSSION AND ANALYSIS  
FOR THE YEAR ENDED  
DECEMBER 31, 2016 AND 2015**

**TRANSACTIONS WITH RELATED PARTIES**

Transactions with related parties are recorded at the exchange amounts which are the amounts established and agreed to by the parties.

- At December 31, 2016, TVI's remaining receivable from TVIRD and Mindoro was \$102,294 (December 31, 2015 - \$257,379), presented as part of due from related parties in the consolidated financial statements and relating to services provided by TVI Pacific to TVIRD and Mindoro.
- The outstanding interest receivable from FOY Group was \$32,235 (December 31, 2015 - \$32,270) which formed part of the due from related parties at December 31, 2016.
- At December 31, 2016, TVI incurred management fees of \$239,360 (December 31, 2015 - \$344,550). Management fees are paid to a corporation owned by the President of TVI for the services of the President, travel costs, and support staff including TVI's Office Administrator and Accountant. At December 31, 2016, the amount payable to the corporation was \$147,125 which formed part of the due from related parties in the consolidated financial statements (December 31, 2015 – \$6,567). Effective February 1, 2016, payment of management fees related to services of the President have been deferred as the company is actively working to conserve cash.
- At December 31, 2016, TVI incurred directors' fees of \$198,000 (December 31, 2015 – \$204,375). At December 31, 2016, the fees payable to directors were \$198,000, which formed part of the due to related parties in the consolidated financial statements (December 31, 2015 – \$49,750). Effective January 1, 2016, payment of directors' fees has been deferred as the Company is actively working to conserve cash.
- At December 31, 2016, TVI incurred \$175,203 (December 31, 2015- \$262,967), to a corporation controlled by a director and officer of TVIRD for administrative expenses. At December 31, 2016, the Company made an advance payment to the corporation of \$8,275 which formed part of the due from related parties in the statement of financial position while in December 31, 2015, the amount payable was (\$19,573) and formed part of due to related parties.
- At December 31, 2016, the Company's remaining payable to the joint ventures in the Philippines was \$19,433 (December 31, 2015 - \$6,037), presented as part of due to related parties in the consolidated financial statements.

**CONTINGENCIES AND CONTRACTUAL OBLIGATIONS**

The Company has entered into a lease contract with respect to its corporate office premises that has commenced on April 1, 2015. The lease is for a three-year term through to March 31, 2018, and the total rent payments up to the end of the lease contract in March 2018 amounts to \$71,923, inclusive of base rent, estimated operating expense and taxes.

**Legal Actions**

The Company has no known current or pending claims filed against it.



**MANAGEMENT'S DISCUSSION AND ANALYSIS  
FOR THE YEAR ENDED  
DECEMBER 31, 2016 AND 2015**

## **CONTROLS AND PROCEDURES**

### **Disclosure Controls and Procedures**

Disclosure controls and procedures are designed to provide reasonable assurance that all relevant material information is gathered and reported to management, including the Chief Executive Officer and Chief Financial Officer, on a timely basis so that appropriate decisions can be made regarding public disclosure. Management, with the participation of the certifying officers, has evaluated the design and effectiveness of TVI's disclosure controls and procedures (as defined by the Canadian Securities Administrators). Based on that evaluation, the certifying officers have concluded that for the period ending December 31, 2016 such disclosure controls and procedures are effective and designed to ensure they are aware of all material information relating to the Company.

### **Internal Controls over Financial Reporting**

TVI's internal controls over financial reporting ("ICOFR") are intended to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements in accordance with generally accepted accounting principles. Management has evaluated the effectiveness of TVI's ICOFR and has concluded that TVI's ICOFR were designed and operating effectively, with no material weaknesses related to operations existing as at December 31, 2016.

It should be noted that while TVI's Chief Executive Officer and Chief Financial Officer believe that ICOFR provide a reasonable level of assurance, they do not expect that the ICOFR would prevent all errors and fraud. A control system, no matter how well conceived or operated, can only provide reasonable assurance that the objectives of the control system are met.

## **SUBSEQUENT EVENTS**

On January 17, 2017, FOY announced that their relisting on the ASX has been delayed further as they continue to work through the Environmental Impact Statement approval process, which is to include an assessment of the FOY proposal by an expert panel established by the Environment, Planning and Sustainable Development Directorate. The expert panel has 60 working days to complete their review and has given all parties involved until April 10, 2017 to provide their submissions, at which time the panel is expected to complete their review by the end of April 2017 and the Minister then has 15 working days to act on the report of the panel.

On February 22, 2017, TVIRD issued a cash dividend of 30 million Philippine pesos (CAD \$787,647) to all shareholders of record as of December 31, 2016, and TVIIM, the direct shareholder of TVIRD, received as its share a dividend of 9.2 million Philippine pesos (CAD \$241,529), prior to Philippine dividend tax, in the amount of 1.4 million Philippine pesos (CAD \$36,200). TVIIM in turn transferred a net 7.8 million Philippine pesos (CAD \$205,300) through to TVI as a repayment of intercompany advances.



MANAGEMENT'S DISCUSSION AND ANALYSIS  
FOR THE YEAR ENDED  
DECEMBER 31, 2016 AND 2015

## IMPORTANT INFORMATION REGARDING FORWARD-LOOKING STATEMENTS

*Certain statements in this MD&A constitute forward-looking information. Forward-looking statements are often, but not always, identified by the use of words such as "seek", "anticipate", "plan", "continue", "estimate", "expect", "may", "will", "intend", "could", "might", "should", "believe", "schedule" and similar expressions. Forward-looking statements are based upon the opinions and expectations of TVI as at the effective date of such statements and, in certain cases, information received from or disseminated by third parties. Although TVI believes that the expectations reflected in such forward-looking statements are based upon reasonable assumptions and that information received from or disseminated by third parties is reliable, it can give no assurance that those expectations will prove to have been correct. Forward-looking statements are subject to certain risks and uncertainties (known and unknown) that could cause actual outcomes to differ materially from those anticipated or implied. These factors include, but are not limited to, such things as general economic conditions in Canada, the Philippines, Fiji, Papua New Guinea and elsewhere; volatility of prices for precious metals, base metals, oil and gas; commodity supply and demand; fluctuations in currency and interest rates; inherent risks associated with the exploration and development of mining properties; inherent risks associated with the exploration and development of oil and gas properties; ultimate recoverability of reserves; production, timing, results and costs of exploration and development activities; political or civil unrest; availability of financial resources or third-party financing; new laws (domestic or foreign); changes in administrative practices; changes in exploration plans or budgets; availability of personnel and equipment (including mechanical problems); and extreme weather conditions and forces of nature (i.e. typhoons, heavy rains, earthquakes, and the like) that may disrupt operations and exploration.*

*Forward-looking statements regarding the timing and nature of exploration and drilling activities in TVIRD's tenements in the Philippines are based upon current and previous exploration activities, management's experience with other exploration programs undertaken in the Philippines and elsewhere, and TVIRD's overall plans, budget and strategy (which are all subject to change). In certain cases, the timing of exploration activities in the Philippines, Fiji and Papua New Guinea are dependent upon the receipt of free prior informed consent from indigenous communities and regulatory approvals from the governments of the Philippines, Fiji and Papua New Guinea.*

**Accordingly, readers should not place undue reliance upon the forward-looking statements contained in this MD&A and such forward-looking statements should not be interpreted or regarded as guarantees of future outcomes.**

*The forward-looking statements of TVI contained in this MD&A are expressly qualified, in their entirety, by this cautionary statement. Various risks to which TVI and its affiliates are exposed in the conduct of their business are described in detail in TVI's Annual Information Form for the year ended December 31, 2016, which was filed on SEDAR on April 13, 2017, and is available at [www.SEDAR.com](http://www.SEDAR.com). Subject to applicable securities laws, TVI does not undertake any obligation to publicly revise the forward-looking statements included in this MD&A to reflect subsequent events or circumstances, except as required by law.*



**MANAGEMENT'S DISCUSSION AND ANALYSIS  
FOR THE YEAR ENDED  
DECEMBER 31, 2016 AND 2015**

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***Share Listing:***

TSX-Venture Exchange Symbol: TVI

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